



**BY-LAWS OF THE
Maryland Counseling Association, Inc.**

A 501(c)3 Organization

A Branch of the American Counseling Association

**Accepted by the American Counseling
Association Governing Council on
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ARTICLE I

NAME AND MISSION

Section 1. The name of this Association shall be The MARYLAND COUNSELING ASSOCIATION, a 501(c)3 organization and referred to as MCA, which is a branch of the American Counseling Association.

Section 2. Mission. The mission of the MARYLAND COUNSELING ASSOCIATION is to enhance the quality of life in the state of Maryland by promoting the development of professional counselors, advancing the counseling profession, and using the profession and practice of counseling to promote respect for equity, human dignity, and diversity. This will be accomplished by the following means:

- (a) Providing general education for the general public regarding counseling services.
- (b) Supporting the professional competency of Maryland counselors by providing relevant training.
- (c) Monitoring and influencing, when necessary, legislation, which affects the Maryland citizenry, access to the highest possible quality of counseling services.
- (d) Supporting the ethical development and competence of future leaders in counseling.
- (e) Operating in accordance with the by-laws of ACA.

ARTICLE II

PURPOSE

Section 1. The purpose of this Association shall be consistent with those of the American Counseling Association.

Section 2. The purposes of this Association shall also be:

- (a) To unite in one organization all persons engaged or interested in any phase of professional counseling work in the State of Maryland.
- (b) To maintain and improve professional standards in the field of professional counseling in the State of Maryland.
- (c) To encourage the development of professional counseling activities throughout the State of Maryland.
- (d) To coordinate professional counseling activities in the State of Maryland, functioning through either public or private agencies.
- (e) To serve as a central clearing agency for information pertinent to present or contemplated professional counseling in the State of Maryland.
- (f) To disseminate information and focus public attention on legislation in alignment with our 501(c)3 status affecting professional counseling in the State of Maryland.
- (g) To stimulate creative and experimental activities in the personnel field.
- (h) To promote research and programming in professional counseling and in related areas.

- (i) To establish and promote ethical standards for persons engaged in any phase of professional counseling in the State of Maryland.
- (j) To develop particular emphases in the area of charitable and educational activities designed to assist and further the interests of: state school students, persons engaged in any phase of professional counseling, and to further the same interests in local, state and federal government.

ARTICLE III

MEMBERSHIP

Section 1. Categories of membership.

- (a) Membership shall be individual.
- (b) The following are the categories of voting membership: new professional/associate, life/past president, professional, retired/student.
- (c) Life, past president, and professional members shall hold a Master's degree or higher in counseling or a closely related field from a college or university that was accredited when the degree was awarded by one of the regional accrediting bodies recognized by the Council for Higher Education Accreditation. Professional members must present proof of academic credentials upon request.
- (d) New professionals shall include persons who have completed a masters degree within the past two years.
- (e) Associate members shall include persons whose interests and activities are consistent with those of the Association but who are not qualified for professional membership (e.g. bachelors level, psychiatric nurses, or other affiliated professionals).
- (f) Students are persons currently enrolled in a counseling program.
- (g) All members are eligible to vote in elections and other general MCA business and may reside outside the state of Maryland.
- (h) All members may serve on the board, if elected to do so.
- (i) The president of the Association must be a professional member of MCA and ACA.
- (j) Division presidents must be members of MCA and members of the ACA Division which they serve as officer within MCA.
- (k) Members must agree to abide by the ACA Code of Ethics and Standards of Practice.

Section 2. Dues

- (a) Dues for members of the Association shall be established by the Executive Board.
- (b) All dues shall be due and payable every year on July 1st at the beginning of the fiscal year.
- (c) The fiscal year for the Association shall be July 1 through June 30.
- (d) Students and retirees may be entitled to pay reduced membership dues.
- (e) Division dues shall be established by the Division.

Section 3. Severance of Membership. A member may voluntarily leave or involuntarily be dropped from membership if inactive for more than a year, or for any conduct that tends to injure the Association or to affect adversely its reputation, or that is contrary to or destructive of its objectives according to the Bylaws and the ACA Code of Ethics of the Association. Severance of membership shall be determined by majority vote of the Executive Board.

- (a) A MCA member may be dropped from membership for any conduct injurious to MCA or destructive to its mission, by-laws, and Code of Ethics of ACA. Severance of membership is in accordance with the ACA policy.
- (b) A MCA member may be dropped from membership for the nonpayment of dues.

Section 4. Reinstatement of Membership.

- (a) Provision shall be made by the Executive Board of the Association for an equitable policy of reinstatement of members in the Association.
- (b) Consideration will be given to the membership standards of the Association and the professional obligation of members.

Section 5. ACA Membership. Members of the Association shall be encouraged to apply for membership in ACA and one or more Divisions. Members of the executive committee of the Association must also be members of ACA.

ARTICLE IV

STATE DIVISIONS

Section 1. Organization of Division. State Divisions shall be organized and operated in accordance with the ACA Bylaws and Guidelines.

Section 2. State Divisions of the MARYLAND COUNSELING ASSOCIATION shall be:

1	Maryland Association for Counselor Education and Supervision	(MACES)
2	Maryland Association of Marriage & Family Counselors	(MAMFC)
3	Maryland Association for Mental Health Counselors	(MMHCA)
4	Maryland Association for Multicultural Counseling and Development	(MAMCD)
5	Maryland Association for Spiritual, Ethical and Religious Values in Counseling	(MASERVIC)
6	Maryland Career Development Association	(MCDA)
7	Maryland Society for Sexual, Affectional, Intersex, and Gender Expansive Identities (formally ALGBTIC)	(SAIGE-MD)

Section 3. Reports. Each Division shall transmit to the MCA President the names of its officers forthwith upon their election or appointment. Each Division shall transmit regular and annual written report to the President of the Association who shall report salient developments to the Executive Board and the membership.

Section 4. Division leaders (presidents, president-elect, secretary, an treasurer) must be members of MCA, ACA and the national division for which they serve in a leadership position.

Section 5. Divisions of MCA shall follow the Standard Operating Procedures of MCA when conducting conferences, workshops, events, public business, or any other publicly advertised, and/or revenue-generating event.

Section 6. Divisions should utilize online payment for all membership, workshop, conferences, and other division costs with all revenue going directly to the MCA Treasurer and/or MCA Accountant as agreed upon.

Section 7. Divisions shall contribute 10% annually to the MCA budget at the end of the fiscal year.

Section 8. All Division reimbursement or check requests may take up to 30 days and must be made via appropriate reimbursement documentation to MCA Treasurer.

Section 9. Divisions may incorporate to become their own separate entity

Section 10. Divisions can solicit memberships and conduct business essential to meet the needs of division members.

Section 11. A new state division shall be approved by their national division, where applicable, and while moving toward divisional status shall be designated as an organization affiliate until such time as it achieves divisional status.

ARTICLE V

CHAPTERS

Section 1. Organization of Chapters. Chapters of this Association may be organized in any geographical region with the State of Maryland. Chapter Bylaws shall be consistent with the Bylaws of MCA.

Section 2. Formation of Chapters.

- (a) A Chapter may be established by petition to the President with a subsequent majority vote of the Executive Board and a two-thirds (2/3) vote of the members present at a business meeting. A Chapter must be composed of at least seven (7) Association members.
- (b) The membership shall be notified of such petition at least thirty (30) days before the annual business meeting.
- (c) Elected Chapter presidents/chairs shall be members of the Chapter, MCA, and ACA with the President/Chair serving on the MCA Executive Board.

Section 3. Autonomy of Chapters. A Chapter may incorporate to become their own separate entity, until then all MCA SOPs must be followed.

Section 4. Involuntary Revoked Chapter. A chapter may have its charter revoked by a two-thirds (2/3) vote of the Executive Board if it fails to maintain suitable activities and/or a reasonable number of members in good standing in this association.

ARTICLE VI

OFFICERS

Section 1. Officers and Terms of Office.

- (a) The Officers of the Association shall be the President, the President-elect, the immediate Past-President, the Secretary, the Secretary-Elect, the Treasurer, the Treasurer-elect, the Member-at-Large, and Executive Director.
- (b) The Officers of the Association shall serve as members of the Executive Committee (EC) and may be empowered to act when the Board is not in session.
- (c) All Officers of the Association, with the exception of the Executive Director who is elected and evaluated in yearly review by the Executive Committee, shall be elected at-large from among the members of the Association. In cases where no officer is elected or runs for office before the FY begins, it is the responsibility of the Executive Committee to vote on an individual to fulfill the duties of an open position until the next election cycle. The President, the President-elect, and the immediate Past-President officers should serve one-year terms or until their successors are elected. Other officers may serve more than one year until a successor is identified.
- (d) Elected Association Officers and members of the EC may not simultaneously hold an elected office in a chapter or division with the exception of the office of immediate Past-President.
- (e) If any officer elected should be unable to assume office by the beginning of the Association Fiscal Year, or to complete a term of office, the Executive Committee shall have the authority to fill any vacancy by nominations and votes among the EC.
- (f) No officer or member of the Executive Committee, with the exception of the Executive Director whose stipend would be determined by the executive committee, shall receive any compensation for their services on behalf of MCA. The Executive Committee may authorize payment of expenses only for travel, food, registration, and lodging incurred by any member while performing services for or representing MCA.

Section 2. Qualifications of Officers. Officers shall have been a member of MCA for at least two (2) years. All members of the executive committee shall hold membership in ACA.

Section 3. Duties of Officers.

- (a) The President shall be the chief elected officer of the Association and shall preside at all meetings of the Association, including all meetings of the Executive Board and Executive Committee. The President shall appoint the Chairperson of all committees, except as otherwise specified in the Bylaws, and shall be an ex-officio member of all committees, except the Nominations and Elections Committee. The Nominations and Elections Committee is chaired by the Immediate Past-President. The President is a voting member of the Executive Committee.
- (b) The President of the Association shall represent the Association at meetings of the Southern Regional Branch Assembly of the ACA, including the business meeting at ACA and the region meetings at the Institute for Leadership Training. The President is also responsible for writing annual reports and transmit

- all amendments to the Bylaws to the ACA President.
- (c) The President-elect shall perform the duties of the President in the absence or incapacity of the President. The President-Elect is also responsible for maintaining service and leadership in standing committees and state divisions. The President-elect is also responsible for overseeing the development and operations of the annual conference. The President-elect is a voting member of the Executive Committee.
 - (d) The Immediate Past-President shall serve as Chair of the Nominations and Elections Committee. The Immediate Past-President shall also ensure that nominations are solicited from each division and chapter while maintaining a competitive election process. The Immediate Past-President-elect is a voting member of the Executive Committee.
 - (e) The Treasurer shall represent the Association in assuring the receipt and expenditure of funds in accordance with the policies established by the Executive Board. The Treasurer shall also provide mentoring to the Treasurer-Elect on responsibilities and duties for the following FY term. The Treasurer along with the Treasurer-Elect is responsible for oversight of the Finances Committee. The Treasurer is a voting member of the Executive Committee.
 - (f) The Treasurer-Elect shall perform the duties of the Treasurer in the absence or incapacity of the Treasurer, and such other duties as the President or the Board may designate. The Treasurer-Elect along with the Treasurer is responsible for oversight of the Finances Committee. The Treasurer-elect is a voting member of the Executive Committee.
 - (g) The Secretary shall record all proceedings of the Association and shall handle correspondence as directed by the President. The Secretary shall also provide mentoring to the Secretary-Elect on responsibilities and duties for the following FY term. The Secretary is a voting member of the Executive Committee.
 - (h) The Secretary-Elect shall perform the duties of the Secretary in the absence or incapacity of the Secretary, and such other duties as the President or the Board may designate. The Secretary-Elect is also responsible for oversight and support of the registrar and program planning committee. The Secretary-elect is a voting member of the Executive Committee.
 - (i) The Member-at-Large shall be a long-standing leader in the Association who maintains important historical knowledge of the Association. Consequently, the Member-at-Large will be responsible for serving on the Membership Committee and Archives Committee. Oversight of special committees or task forces and responsibilities will be designated upon the beginning of the fiscal year term by the executive committee. This position will be held for a term of two years with additional two year terms at the discretion of the executive committee. The Member-at-Large is a voting member of the Executive Committee.
 - (j) The Executive Director shall support the strategic and operational responsibility of the Association (see attached contract). The Executive Director shall be appointed to serve a two year term that may be renewed for additional two year terms through an Executive Committee quorum vote. This person will be appointed with an associated monthly stipend as determined appropriate by the executive committee. The Executive Director is directly responsible for continuing the Strategic Plan and Initiatives associated with the Strategic Plan. The Executive Director is NOT a voting member of the Executive Committee and serves as a consultant when attending EC meetings.

- (a) Each Chapter and Division shall have an opportunity to be represented on the Nominations and Elections Committee.
- (b) The Nominations and Elections Committee shall solicit from the membership petitions nominating candidates for the elective offices of the branch. Elective offices include: President-elect, Treasurer-Elect, Secretary-elect, and Member-at-Large. Such petitions shall carry the endorsement of a Chapter, Division or ten (10) MCA members and shall include the signature of the nominee.
- (c) The election shall be conducted by ballot emailed to voting members of the Association. The elections shall be governed by plurality vote.

- (d) When announcement of voting commences and candidates' statements are released to membership by email, voting shall be open for 30 days before closing and tabulation of votes.
- (d) New officers shall take office as of July 1.

Section 5. Compensation and Expenses of Officers. None of the Officers of the Association shall receive any compensation for their services to the Association. The necessary expenses of the elected Officers of the Association may be paid from the funds of the Association under policies established by the Executive Board.

ARTICLE VII

EXECUTIVE BOARD

Section 1. Composition of the Executive Board. The voting members of the Executive Board shall be the President, President-elect, immediate Past-president, Secretary, Secretary-Elect, Treasurer, Treasurer-Elect, Member-At-Large, Parliamentarian (if applicable), and representatives of active chapters and divisions. The Executive Director is NOT a voting member of the Executive Board. Chapters and divisions will be designated active by a majority vote of the Executive Board of the Association according to the following criteria:

- (a) The chapter or division shall file the required annual reports with the Executive Secretary by June 1 of each year.
- (b) The executive committee, chapter or division president, or a designee, will be absent from no more than one regularly scheduled MCA Executive Board meeting annually.
- (c) The chapters or divisions annual program of activities must include periodic board meetings and professional development activities.
- (d) Said representative shall have voting rights during the meeting/meetings attended. Each chapter and division shall have one vote during motions issued at each board meeting.

Section 2. Functions of the Executive Board.

- (a) To formulate and establish policies for the Association.
- (b) To execute the business of the Association.
- (c) To identify issues and establish professional priorities of the Association.
- (d) To exercise such other powers and functions as may be in the best interest of the Association and not in conflict with the Bylaws.

Section 3. Meetings of the Executive Board.

- (a) The Executive Board shall meet at the discretion of the president to oversee the business of the Association. The meetings shall be held at such time and place as designated by the President.
- (b) A majority of the voting members of the Executive Board who are present at any meeting of the Executive Board shall constitute a quorum.

ARTICLE VIII

COMMITTEES

Section 1. Standing Committees. The Standing Committees of the Association shall be: Ethics Committee, Finance Committee, Policy Committee, Awards Committee, Membership Committee, Nominations and Elections Committee, Archives Committee, Bylaws Committee, Human Rights Committee, Government Relations Committee, Public Relations Committee, Advocacy Committee, Graduate Student Committee, Technology Committee, Newsletter Committee, Program Planning Committee, and CEU Committee.

- (a) Ethics. The committee on Ethics shall be charged with the responsibility of reviewing charges against individual members, Divisions or Chapters in violation of the Code of Ethics of ACA and to make recommendations to the Executive Board for appropriate action.
- (b) Finance. The Finance Committee shall consider long-range and short-range fiscal policies affecting the Association, and shall make recommendations regarding such policies to the Executive Board, and shall have the responsibility of developing the annual budget. The Finance Committee should include oversight from the Treasurer and Treasurer-Elect.
- (c) Policy. The Policy Committee shall be responsible for maintaining a current and continuing file of active policies of the Association.
- (d) Awards. The Awards Committee shall solicit nominations for existing awards, consider the continuation and/or establishment of awards, review nominees and select appropriate recipients.
- (e) Membership. The Membership Committee shall be responsible for the development and coordination of membership activities.
- (f) Nominations and Elections. The Nominations and Elections Committee shall solicit nominations for the Association and shall be responsible for conducting the election of Officers by Ballot mailed to members.
- (g) Archives. The Committee on Archives shall establish and maintain the archives of the Association.
- (h) Bylaws. The Bylaws Committee shall receive proposals for amending the Bylaws and shall present proposed amendments to the Executive Board.
- (i) Human Rights. The Human Rights Committee shall coordinate the Human Rights concerns of the Association.
- (j) Government Relations. The Government Relations Committee shall promote Government Relations consistent with the Bylaws and philosophies of the Association.
- (k) Public Relations. The Public Relations Committee shall promote the image of the Association and shall stimulate the Advocacy of Counseling and Guidance within the State.
- (l) Advocacy. The Advocacy Committee is responsible for developing advocacy initiatives tailored to clients, marginalized communities, and the counseling profession. This committee will collect and disseminate information to identify counselor engagement in advocacy initiatives at the micro- and macro- levels.

- (m) Graduate Student and Emerging Leaders. The Graduate Student and Emerging Leaders Committee is responsible for developing initiatives to increase graduate student involvement, service, and leadership among the Association, its divisions, its chapters, and its committees. This committee is also tasked with developing an emerging leaders' program on an annual basis and creative methods to increase graduate student membership of the committee.
- (n) Technology Committee. The Technology Committee is chaired by a webmaster who will oversee technical communications among membership and the direct consultation with individuals responsible for maintaining the website.
- (o) Newsletter Committee. The Newsletter Committee shall be responsible for organizing three issues of *Compass Points* each fiscal year.
- (p) Program Planning. The Program Planning Committee shall organize and promote activities, such as in-services, conferences, workshops, and courses, which shall focus on counseling issues professional development.
- (q) Credentialing Committee. The CEU Committee is responsible for aligning procedures to meet the requirements for qualifying events and trainings as clock hours for NBCC and licensure continuing education.

Section 2. Special Committees. Special Committees shall be appointed by the President for a one-year period with the approval of the EC. These special committees can include task forces by appointment to address ACA Presidential Initiatives or any pertinent issues affecting counseling professionals in Maryland.

ARTICLE IX

MEETINGS

Section 1. There shall be an Annual Meeting of MCA at which annual business may be conducted. Motions must be approved by two-thirds (2/3) of the membership present. A quorum will be established by members present.

ARTICLE X

INDEMNIFICATION

Section 1. Defense of Civil or Criminal Actions/Proceedings. The Association shall indemnify each member of its Executive Board, as described in Article VII, and each of its officers, as described in Article VI, for the defense of civil or criminal actions or proceedings as hereinafter provided and notwithstanding any provision in these bylaws, in a manner and to the extent permitted by applicable law.

Section 2. Defense against Moments, Fines, Expenses. The Association shall indemnify each of its directors and officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred or imposed as a result of such action or proceedings, or any appeal therein, imposed

upon or asserted against him or her by reason of being or having been such a director or officer and acting within the scope of his/her official duties, but only when the determination shall have been made judicially or in the manner hereinafter provided that he or she acted in good faith for the purpose which he/she reasonably believed to be in the best interests of the Association and in the case of a criminal action or proceeding. In addition, had no reasonable cause to believe that his/her conduct was unlawful. This indemnification shall be made only if the Association shall be advised by its Executive Board acting:

- (a) by quorum consisting of directors who are not parties to such action or proceedings upon a find that, or
- (b) if a quorum under (a) is not obtainable with due diligence, upon the opinion in writing of independent legal counsel that, the director or officer has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the Executive Board, it may rely, as to all questions of law, on the advice of independent legal counsel.

Section 3. Right of Indemnification. Every reference herein to a member of the Executive Board of the Association shall include every director and officer thereof or former director and officer thereof. This indemnification shall apply to all the judgments, fines, amounts in settlement and reasonable expenses described above whenever arising allowable as above stated. The right of indemnification herein provided shall be in addition to any and all rights to which a director or officer of the Association might otherwise be entitled, and the provisions hereof shall neither impair nor adversely affect such rights.

ARTICLE XI

NONDISCRIMINATION

Section 1. Individual. There shall be no discrimination against any individual based on race, ethnicity, color, religion, gender, gender expression, age, national origin, disability, marital status, sexual orientation, socio-economic status, spiritual beliefs, or military status, in any of its activities or operations.

ARTICLE XII

AMENDMENTS

Section 1. Proposed amendments must be presented to the Executive Board thirty (30) days prior to their presentation to the ACA Governing Council. The Executive Board must approve the amendments by a two-thirds (2/3) vote. After the vote of the Executive Board, the amendments will be presented to the ACA Governing Council for approval and will then be presented to the general membership in one of two methods:

- (a) Proposed amendments are emailed to the general membership and approved by means of ballot by two-thirds (2/3) of those voting. The ballot shall indicate that the Executive Board recommends voting for the amendments.
- (b) The amendments are presented to the general membership to be voted upon at the annual business meeting. They must be approved by two-thirds (2/3) of the membership present.

ARTICLE XIII**RULES OF ORDER**

Section 1. Robert's Rules of Order, Revised (latest edition) and the ACA Bylaws shall govern the proceedings of the Association not otherwise specified in the Bylaws.